

WC 12-73

BINGHAM

FOCUS BANK MAR 21 2012

Jean L. Kiddoo
Brett P. Ferenczak
jean.kiddoo@bingham.com
brett.ferenczak@bingham.com

DATE - STAMP & RETURN

March 20, 2012

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of Control Room Technologies, LLC, Transferor, and Arialink Telecom, LLC, Licensee, and Zayo Group, LLC, Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 of the Commission's Rules to Complete a Transfer of Control of Licensee to Zayo Group, LLC

Dear Ms. Dortch:

On behalf of Control Room Technologies, LLC ("CRT" or "Transferor"), Arialink Telecom, LLC ("Arialink" or "Licensee") and Zayo Group, LLC ("Zayo Group" or "Transferee") (collectively, "Applicants") enclosed please find an original and six (6) copies of an application for approval to transfer control of Arialink to Zayo.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,050.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenczak

Counsel for Zayo Group, LLC

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo

Bingham McCutchen LLP
200 K Street NW
Washington, DC
20006-1806

+1.202.373.6000
+1.202.373.6001
bingham.com

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 3

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Zayo Group, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 400 Centennial Parkway			
(5) STREET ADDRESS LINE NO. 2 Suite 200			
(6) CITY Louisville		(7) STATE Co	(8) ZIP CODE 80027
(9) DAYTIME TELEPHONE NUMBER (include area code) (303) 381-4662		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0016-5558-49		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Zayo Group, LLC			
(14) STREET ADDRESS LINE NO. 1 400 Centennial Parkway			
(15) STREET ADDRESS LINE NO. 2 Suite 200			
(16) CITY Louisville		(17) STATE CO	(18) ZIP CODE 80027
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-381-4662		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016-5558-49		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>3/20/2012</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input type="checkbox"/> VISA <input type="checkbox"/> AMEX <input checked="" type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER		EXPIRATION DATE	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE		DATE <u>3/20/2012</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No. 2 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Control Room Technologies, LLC		
(14) STREET ADDRESS LINE NO. 1 230 N. Washington Square		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Lansing	(17) STATE MI	(18) ZIP CODE 48933
(19) DAYTIME TELEPHONE NUMBER (include area code) (517) 492-1300	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0014-7453-27	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No. 3 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Arialink Telecom, LLC		
(14) STREET ADDRESS LINE NO. 1 230 N. Washington Square		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Lansing	(17) STATE MI	(18) ZIP CODE 48933
(19) DAYTIME TELEPHONE NUMBER (include area code) (517) 492-1300	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0012-7553-93	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

Control Room Technologies, LLC,)

Transferor,)

and)

Arialink Telecom, LLC,)

Licensee,)

and)

Zayo Group, LLC, Transferee,)

for Grant of Authority Pursuant to)

Section 214 of the Communications Act of 1934,)

as amended, and Sections 63.04 of the)

Commission's Rules to Complete a Transfer of)

Control of Licensee to Zayo Group, LLC)

WC Docket No. 12-_____

JOINT APPLICATION

Control Room Technologies, LLC ("CRT" or "Transferor"), Arialink Telecom, LLC ("Arialink" or "Licensee") and Zayo Group, LLC ("Zayo Group" or "Transferee") (collectively, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, request Commission approval for a transaction whereby Zayo will acquire indirect control of Licensee. Although the proposed transaction will result in a change in the ultimate ownership of Licensee, Arialink's customers will continue to receive service under the same rates, terms and conditions.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Control Room Technologies, LLC and Arialink Telecom, LLC

Arialink is a limited liability company organized under the laws of Michigan. Arialink is a wholly owned direct subsidiary of CRT, a limited liability company organized under the laws of Michigan. The principal place of business of CRT and Arialink is 230 N. Washington Square, Lansing, MI 48933. CRT is currently owned by Jason Schrieber (92.5%), a U.S. citizen who currently shares an address with Arialink, and Merle Ross (less than 10%).

Arialink provides communications and other services to customers in Michigan. Among its services, Arialink offers lit and dark fiber services to educational institutions, local governments, public municipalities and enterprises, and leases dark fiber on a wholesale basis to other communications providers. Arialink also provides integrated voice (VoIP) and data services to small and medium size enterprises within its fiber footprint. Additionally, Arialink provides communications services (voice, high speed data and video services) to residential customers in multiple dwelling units principally in Lansing and Muskegon, Michigan.

Arialink is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

B. Zayo Group, LLC

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Zayo is a wholly owned subsidiary of Zayo Group Holdings, Inc. ("Zayo Holdings"), a Delaware corporation and wholly owned subsidiary of Communications Infrastructure Investments, LLC ("CII"). CII has no majority owner.

Zayo (itself and through its subsidiaries) is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over dense regional and metropolitan fiber networks, enabling its customers to manage, operate, and scale their telecommunications and

data networks. Zayo's services are primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises.

Zayo's fiber networks span over 45,500 route miles, serve 70 metro markets in the District of Columbia and 42 states and connect to over 5,100 buildings, including approximately 2,250 cellular towers. These networks allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.

Zayo is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo also holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475. The following subsidiaries of Zayo also holds Section 214 authority:

360networks holdings ("USA") inc. ("360-holdings") holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20010117-00029.¹ 360-holdings does not hold blanket domestic Section 214 authority.

360networks (USA) inc. ("360networks") is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. 360networks provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authority of its direct parent, 360-holdings.

American Fiber Systems, Inc. ("AFS") is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. AFS also holds international Section 214 authority to provide global facilities-based service and global resale service granted in IB File No. ITC-214-20000929-00551.

Through Zayo Holdings, Zayo is also affiliated with the following carriers that hold Section 214 authority:

¹ The international Section 214 authorization was originally granted to Dynegy Connect, L.P. and assigned to 360-Parent in IB File No. File No. ITC-ASG-20041217-00510 and assigned to 360-holdings in IB File No. ITC-ASG-20110923-00304.

Onvoy, Inc. ("Onvoy") is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Onvoy also holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).²

Minnesota Independent Equal Access Corporation ("MIEAC") holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

Zayo Enterprise Networks, LLC ("ZEN") is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. ZEN also holds international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-20091016-00444 (Nov. 27, 2009).

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Membership Interest Purchase Agreement, dated as of March 15, 2012, between Zayo and Jason Schreiber and Merle Ross (together, the "Sellers") (the "Agreement"), Zayo will acquire all of the outstanding membership interests of CRT (the "Transaction"). As a result of the Transaction, CRT will become a direct subsidiary of Zayo and Arialink will become an indirect subsidiary of Zayo. Applicants, therefore, request approval to transfer indirect control of Arialink to Zayo. Diagrams depicting the pre- and post-transaction corporate structures of the companies are appended hereto as Exhibit A.

Except as described herein, the current customers of Arialink will remain customers of Arialink immediately following the transaction.³ Arialink's customers will continue to enjoy the

² The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.

³ Before closing of the Transaction, Arialink's residential customers will be assigned by Arialink to its affiliate, Spectrum Broadband, LLC, in a separate transaction. Following completion of the Transaction, Spectrum Broadband, LLC will no longer be affiliated with Arialink. All affected residential customers will be notified of the assignment by written letter in accordance

same rates, terms and conditions of service as they do prior to closing. The only immediate change (except for the assignment of Arialink's residential customers to an affiliate and the transfer of Arialink's enterprise VoIP customers to Onvoy and ZEN) resulting from the transaction will be that Arialink will be ultimately owned by Zayo.

Zayo is managerially, technically, and financially well-qualified to become the new ultimate owner of Arialink. As noted above, Zayo (itself and through its subsidiaries) currently provides telecommunications services in the District of Columbia and 42 states. For additional detail on the financial and managerial qualifications of Zayo, please see www.zayo.com. Arialink will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers supported by experienced Zayo management. Arialink will also be supported by the financial resources of Zayo.

IV. INFORMATION REQUIRED BY SECTION 63.04(a)

Pursuant to Section 63.04(a) of the Commission's Rules, the Applicants submit the following information in support of this Application:

(a)(1) Name, address and telephone number of each Applicant:

Transferor

Control Room Technologies, LLC
230 N. Washington Square
Lansing, MI 48933
517-492-1300

with the customer notification requirements of 47 C.F.R. § 64.1120, to the extent applicable to their services.

In addition, immediately upon completion of the Transaction, Zayo anticipates transferring Arialink's enterprise VoIP customers to Onvoy as a wholesale provider and ZEN as the retail CLEC and Arialink's enterprise VoIP assets to Onvoy in order to align these customers and assets with the business structure of Zayo and its affiliates. ZEN is a wholly owned direct subsidiary of Onvoy, which is a direct wholly owned subsidiary of Zayo Holdings.

Licensee:

Arialink Telecom, LLC
230 N. Washington Square
Lansing, MI 48933
517-492-1300

Transferee:

Zayo Group, LLC
400 Centennial Parkway, Suite 200
Louisville, CO 80027
303-381-4664

(a)(2) Jurisdiction of Organizations:

Transferor: CRT is a limited liability company formed under the laws of Michigan.

Licensees: Arialink is a limited liability company formed under the laws of Michigan.

Transferee: Zayo is a limited liability company formed under the laws of Delaware.

(a)(3) Correspondence concerning this Application should be sent to:

For Zayo:

Jean L. Kiddoo
Brett P. Ferencak
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferencak@bingham.com

with copies to:

Scott E. Beer
General Counsel
Zayo Group, LLC
400 Centennial Parkway, Suite 200
Louisville, CO 80027
303-381-4664 (tel)
303-226-5923 (fax)
scott.beer@zayo.com

For Arialink:

Jason Schreiber
Chief Executive Officer
Arialink Telecom LLC
230 N. Washington Square
Lansing, MI 48933
517-492-1300 (tel)
schreiber@corp.arialink.com

(a)(4) The following entities hold, directly or indirectly a 10% or greater interest⁴ in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:⁵

Pre-Transaction Ownership of Arialink:

The following entity and person hold a ten percent (10%) or greater direct or indirect interest in **Arialink Telecom, LLC**:

Name:	Control Room Technologies, LLC
Address:	230 N. Washington Square Lansing, MI 48933
Citizenship:	U.S.
Principal Business:	Communications
% Interest:	100% (directly in Arialink)

Name:	Jason Schreiber
Address:	230 N. Washington Square Lansing, MI 48933
Citizenship:	U.S.
Principal Business:	Individual
% Interest:	92.5% (indirectly in Arialink as owner of 92.5% of CRT)

⁴ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

⁵ While the Commission's rules for combined domestic application require this information only for the assignee/transferee, *see* 47 C.F.R. § 63.04(b), Applicants are providing ownership information for both parties.

Post-Transaction Ownership of Arialink:

The following entities will hold a ten percent (10%) or greater direct or indirect interest in **Arialink Telecom, LLC**:

Name:	Control Room Technologies, LLC
Address:	230 N. Washington Square Lansing, MI 48933
Citizenship:	U.S.
Principal Business:	Communications
% Interest:	100% (directly in Arialink)
Name:	Zayo Group, LLC
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (indirectly as 100% owner of CRT)

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entity holds a ten percent (10%) or greater direct interest in **Zayo Group, LLC**:

Name:	Zayo Group Holdings, Inc.
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in Zayo)

- 2) The following entity holds a ten percent (10%) or greater direct interest in **Zayo Group Holdings, Inc.**:

Name:	Communications Infrastructure Investments, LLC
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly Zayo Holdings)

- 3) The following entities and individuals hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC**:

Name: Oak Investment Partners XII, Limited Partnership ("Oak Investment XII")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 19.48% (directly in CII)

Name: Oak Associates XII, LLC ("Oak Associates")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 19.48% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 16.49% (directly in CII)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 16.49% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 16.49% (indirectly as the general partner of M/C
VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.51% direct interest in CII.

To the Parties' knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P. ("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 15.04% (directly in CII)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 17.00% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (1.85% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.11% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

These individuals also have indirect control other entities that have, in aggregate, a 0.36% direct interest in CII.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Charlesbank Equity Fund VI, Limited Partnership
("Charlesbank VI")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 16.83% (directly in CII))

Name: Charlesbank Equity Fund VI GP, Limited Partnership ("Charlesbank VI GP")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 19.59% (indirectly in CII as the general partner of (i) Charlesbank VI, (ii) CB Offshore Equity Fund VI (1.96% direct interest in CII), (iii) Charlesbank Equity Coinvestment Fund VI, LP (0.75% direct interest in CII), and (iv) Charlesbank Equity Coinvestment Partners, LP (0.05% direct interest in CII))

Name: Charlesbank Capital Partners, LLC
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 19.95% (indirectly in CII as the general partner of Charlesbank VI GP)

Charlesbank Capital Partners, LLC is owned by its nine (9) managing members who are all U.S. citizens, and can be reached through Charlesbank Capital Partners, LLC:

Michael Eisenson
Tim Palmer
Kim Davis
Mark Rosen
Michael Choe
Brandon White
Jon Biotti
Andrew Janower
Michael Thonis

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Charlesbank VI GP.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

(a)(5) Applicants certify that no Applicant is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Arialink provides telecommunications services in Michigan.

(ii) Zayo and its subsidiaries, 360networks and AFS, collectively provide dark fiber and/or wholesale bandwidth services in Alabama, Arizona, California, Colorado, Delaware, the District of Columbia, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Zayo, 360networks and/or AFS hold authorizations to provide local exchange and/or interexchange telecommunications services in each of those states as well as the following states where they do

not currently provide service: Connecticut, Connecticut, Florida, Louisiana, Maine, New Hampshire, Oklahoma, Rhode Island, South Carolina and Vermont.

(iii) Zayo's subsidiary, AFS, currently owns 55% of USCarrier Telecom, LLC ("USC"), which holds blanket domestic Section 214 authorization and international Section 214 authorization to provide global or limited global resold services granted in File No. ITC-214-1998022400140. USC offers data, internet access and voice services to telecommunications carriers in Alabama, Florida Georgia, South Carolina and Tennessee.

(iv) Zayo is affiliated, through Zayo Holdings, with Onvoy, MIEAC and ZEN which also provide telecommunications services. Onvoy provides competitive local exchange services in California, Colorado, Indiana, Michigan Minnesota, North Dakota, Ohio and Wisconsin and interexchange services in Indiana, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.⁶ MIEAC provides centralized equal access services in Minnesota and North Dakota. ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington.⁷

(v) To Transferee's knowledge, Transferee is currently affiliated with the following carriers through MCVP VI and its affiliates:

Through MCVP VI the Transferee is currently affiliated with (2) Airband Communications, Inc., a fixed wireless provider, (2) Baja Broadband Operating Company, LLC, a cable provider and wireless license holder, (3) CNG Communications, Inc., a fixed wireless

⁶ Onvoy is also authorized to provide local exchange or interexchange services in Montana, Nebraska (local exchange and access), Nevada, North Dakota (local exchange and access), Oregon, Texas (interexchange), Utah and Washington and is seeking such authority in Arizona, Iowa, New Mexico, New York, South Dakota (local exchange), Texas (local exchange) and Wyoming.

⁷ ZEN is authorized to provide intrastate (local exchange, interexchange and/or private line) telecommunications services in each of these states.

broadband provider, (3) CSDVRS, LLC, a video relay services provider, (4) Data Net Communication Group, Inc., KeySpan Communications Corp., Light Tower Holdings LLC and Verosity Technology Partners, affiliated fiber providers, (7) PRWireless, Inc., a fixed wireless provider, (8) Sparkplug Central, Inc., Sparkplug Inc., Sparkplug Las Vegas, Inc and Sparkplug Southwest, LLC, affiliated fixed wireless broadband providers, and (8) Triad 700, LLC, a 700 MHz provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners V has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries

comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;

- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(vi) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider; (2) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers; (3) Triad AWS, LLC, a spectrum holding entity; (4) Horizon Wi-Com, LLC, a spectrum holding entity; (5) Baja Broadband Holding Company LLC - a cable provider and wireless license holder; (6) Progeny LMS Holdings, LLC - a spectrum holding entity; (7) TVCC One Six Holdings, LLC - a spectrum holding entity; and (8) Telecom Transport Management and its subsidiaries, TTM Operating Corporation, Inc. and TTM Virginia, Inc. - provider of backhaul services to wireless operators.

(vii) To Zayo's knowledge, Zayo is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to

the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction. Prior to closing, however, certain EBS spectrum leases rights (L000000470) held by CRT will be assigned to Spectrum Broadband, LLC.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the transaction described herein will serve the public interest. Under new ownership, Arialink will continue to provide high-quality telecommunications services to consumers, while gaining access to the additional resources and operational expertise of Zayo. Arialink will also benefit by being able to offer services to multi-location business and enterprise customers across a much larger footprint in combination with Zayo. Arialink's Michigan network complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint, giving the combined companies greater market depth and breadth as a result of the transaction. The transaction will make Arialink and Zayo stronger competitors and thereby benefit consumers.

Except as described herein, the transfer of control of Licensee will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided to Arialink's customers will not change as a result of the transaction. Arialink's customers will continue to receive high-quality communications services without interruption and without change in rates, terms or

conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Arialink Telecom, LLC to Zayo Group, LLC.

Respectfully submitted,



Jason Schreiber
Chief Executive Officer
Control Room Technologies, LLC
Arialink Telecom LLC
230 N. Washington Square
Lansing, MI 48933
517-492-1300 (tel)

Jean L. Kiddoo
Brett P. Ferenchak
BINGHAM MCCUTCHEN LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Counsel for Zayo Group, LLC

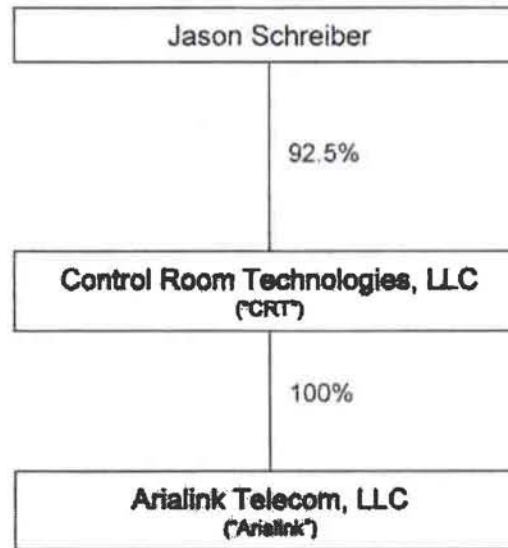
Dated: March 20, 2012

EXHIBIT A

Pre- and Post-Transaction Corporate Structure Charts

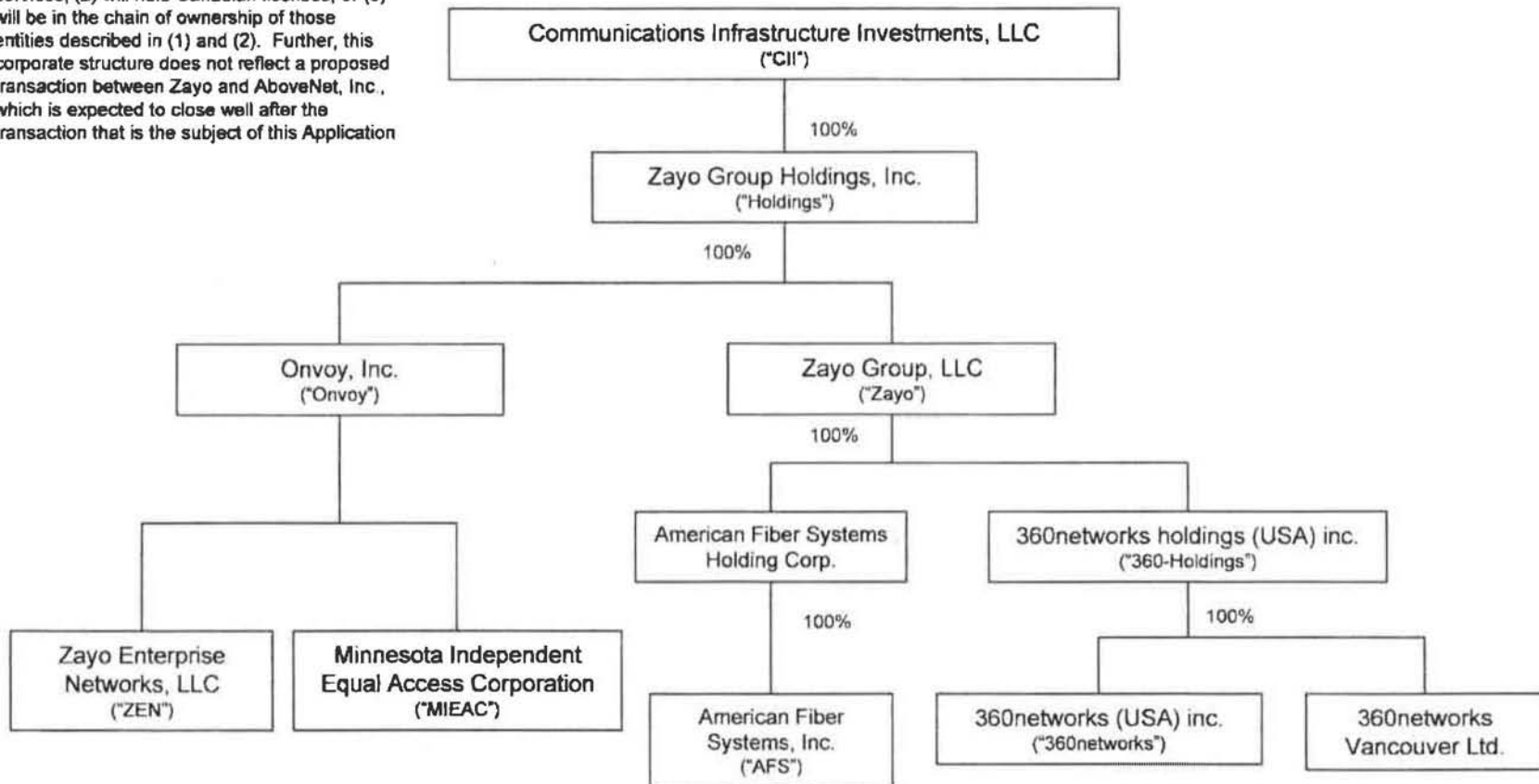
Pre-Transaction Corporate Structure of Arialink*

* The entities listed herein only include those affiliates of Arialink that (1) hold authorization to provide intrastate, interstate or international telecommunications services, or (2) are in the chain of ownership of those entities described in (1).



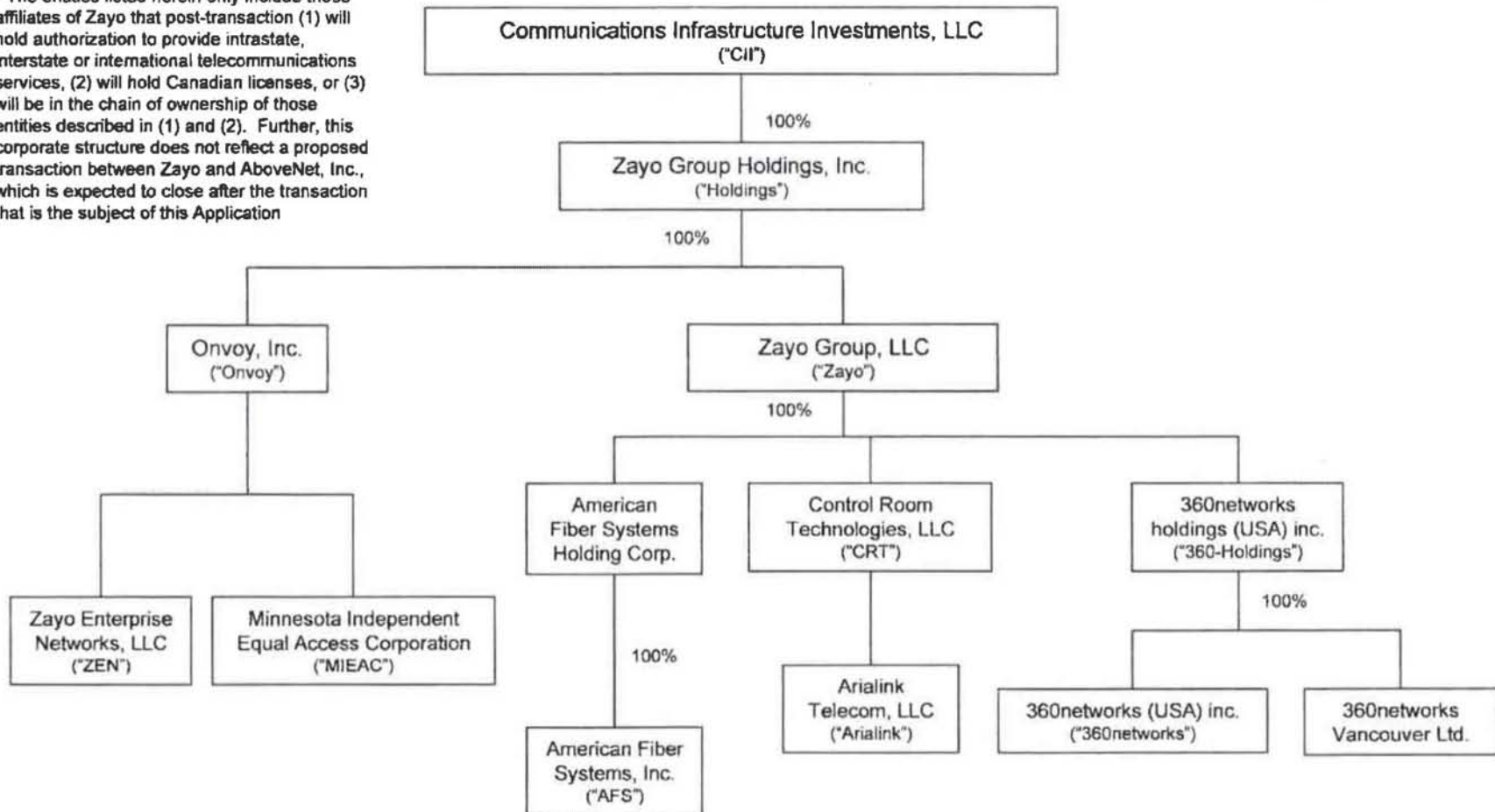
Pre-Transaction Corporate Structure of Zayo*

* The entities listed herein only include those affiliates of Zayo that post-transaction (1) will hold authorization to provide intrastate, interstate or international telecommunications services, (2) will hold Canadian licenses, or (3) will be in the chain of ownership of those entities described in (1) and (2). Further, this corporate structure does not reflect a proposed transaction between Zayo and AboveNet, Inc., which is expected to close well after the transaction that is the subject of this Application

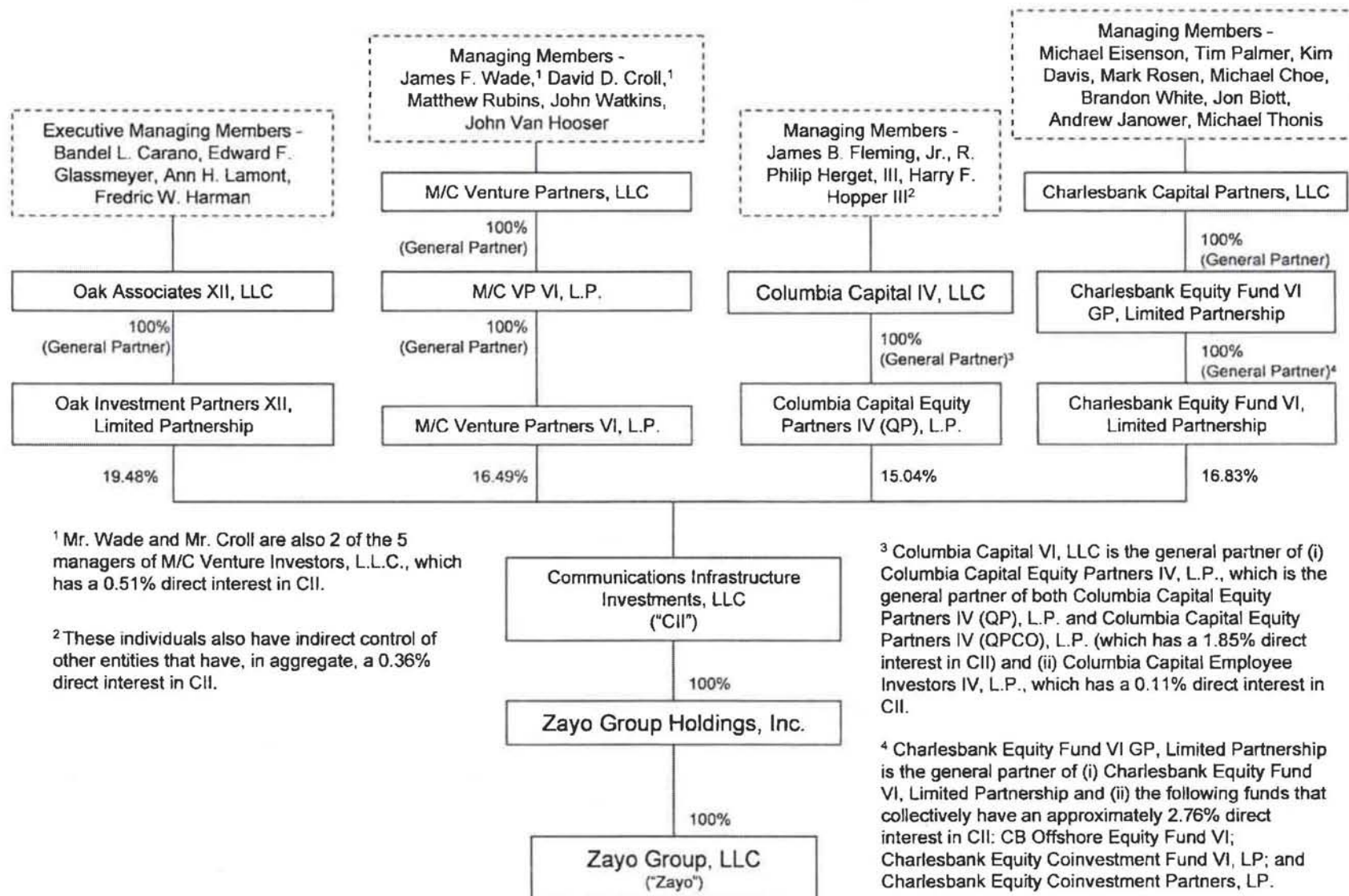


Post-Transaction Corporate Structure of Applicants*

* The entities listed herein only include those affiliates of Zayo that post-transaction (1) will hold authorization to provide intrastate, interstate or international telecommunications services, (2) will hold Canadian licenses, or (3) will be in the chain of ownership of those entities described in (1) and (2). Further, this corporate structure does not reflect a proposed transaction between Zayo and AboveNet, Inc., which is expected to close after the transaction that is the subject of this Application



Pre- and Post-Transaction Corporate Structure of CII




Verifications

VERIFICATION

I, Christopher P. Yost, am Assistant Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of March 2012.

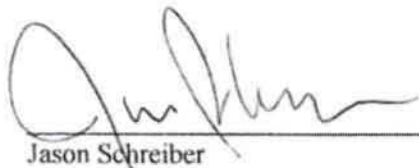


Christopher P. Yost
Assistant Secretary
Zayo Group, LLC

VERIFICATION

I, Jason Schreiber, am Chief Executive Officer of Control Room Technologies, LLC and Arialink Telecom, LLC (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of March 2012.

A handwritten signature in dark ink, appearing to read 'Jason Schreiber', is written over a horizontal line.

Jason Schreiber
Chief Executive Officer
Control Room Technologies, LLC
Arialink Telecom, LLC